

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

| | | |
|---------------------|---|-----------------------|
| In re: |) | Chapter 11 |
| |) | Case No. 02-16944-WCH |
| ORGANOGENESIS INC., |) | |
| |) | |
| Debtor. |) | |

FILING FEE PAID

NOTICE OF APPEAL

Organogenesis Inc. ("Organogenesis"), the debtor and reorganized debtor, appeals under 28 U.S.C. § 158(a) from the final order of the United States Bankruptcy Court for the District of Massachusetts (the "Court") setting the cure amount for the assumption of Organogenesis' license with the Massachusetts Institute of Technology ("MIT") at \$552,684.41, entered in this Chapter 11 case on the 6th day of October, 2003 (Docket No. 608), including the Court's order entered on the 30th day of September, 2002, incorporating the findings of fact and conclusions of law stated on the record at a hearing on that date (Docket No. 601).

The names of all parties to the order appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

Massachusetts Institute of Technology
attorney: John G. Loughnane
Gadsby Hannah, LLP
225 Franklin Street
Boston, MA 02110
Tel.: (617) 345-7098

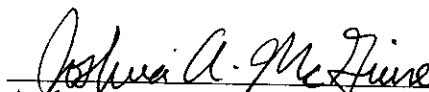
Organogenesis Inc.
attorney: Kenneth S. Leonetti
FOLEY HOAG LLP
155 Seaport Boulevard
Boston, MA 02210
Tel.: (617) 832-1000

611

Respectfully submitted,

ORGANOGENESIS INC.

By its attorneys,


Andrew Z. Schwartz (BBO #544653)
Kenneth S. Leonetti (BBO #629515)
Joshua A. McGuire (BBO #651877)
FOLEY HOAG LLP
155 Seaport Boulevard
Boston, MA 02210
Tel.: (617) 832-1000
Fax: (617) 832-7000

Dated: October 10, 2003

If a Bankruptcy Appellate Panel Service is authorized to hear this appeal, each party has a right to have the appeal heard by the district court. The appellant may exercise this right only by filing a separate statement of election at the time of the filing of this notice of appeal. Any other party may elect, within the time provided in 28 U.S.C. § 158(c), to have the appeal heard by the district court.

UNITED STATES BANKRUPTCY COURT, DISTRICT OF MASSACHUSETTS
Proceeding Memorandum/Order of Court

In re: Organogenesis Inc.

Case#: 02-16944 Ch: 11

MOVANT/APPLICANT/PARTIES:

1. Evidentiary Hearing RE: Cure Amount-MIT
- ☒ 2. #496 Application of Steven B. Bernitz for Administrative Expense
Compensating Creditor for Attorney's Fees and Expenses in Accordance with 11 USC
503 (b) (4)
- ☒ 3. #539 Motion to File Late Proof of Claim
#541 Limited Objection of Reorganized Organogenesis to Motion to File Late
Proofs of Claim
(Gordon, Parker, Leonetti)

OUTCOME:



By Agreement of the Parties

Granted - Approved - Sustained

Denied - Denied without prejudice - Withdrawn in open court - Overruled

OSC enforced/released

Continued to: _____ For: _____

Formal order/stipulation to be submitted by: _____ Date due: _____

☒ Findings and conclusions dictated at close of hearing incorporated by reference.

Taken under advisement: Brief(s) due _____ From _____

Response(s) due _____ From _____

Fees allowed in the amount of: \$ _____ Expenses of: \$ _____

No appearance/response by: _____

DECISION SET OUT MORE FULLY BY COURT AS FOLLOWS:

Hearing held.

order to be filed by parties.

IT IS SO NOTED:

Catherine L. Kearney
Courtroom Deputy

IT IS SO ORDERED:

William C. Hillman
William C. Hillman, U.S. Bankruptcy Judge
Dated: *9/30/03*

between the Debtor and the Massachusetts Institute of Technology ("MIT License") is \$552,684.41 (the "Cure Amount"); and it is further

ORDERED that royalties for the month of July, 2003 shall be calculated upon annual net sales in accordance with the construction of section 4(b) of the MIT License set forth in the Statement of MIT in Support of Establishment of Cure Claim dated September 26, 2003; and it is further

ORDERED that the allowed Cure Amount shall be paid in full as soon as this order becomes a "Final Order" as that term is defined in the Debtors' Third Amended Plan of Reorganization confirmed by this Court on August 13, 2003.

Dated: October 6, 2003



THE HONORABLE WILLIAM C. HILLMAN
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION

In re:

ORGANOGENESIS INC.,

Debtor.

Chapter 11

Case No. 02-16944-WCH

CERTIFICATE OF SERVICE

I, Joshua A. McGuire, hereby certify that, on this the 10th day of October, 2003, I caused true and accurate copies of the following:

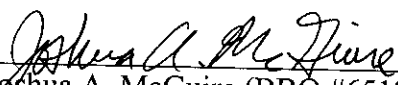
1. Notice of Appeal; and
2. this Certificate Of Service

to be delivered to the persons at the addresses set forth on the attached Service List in the manner indicated or otherwise by first class mail, postage prepaid.

Respectfully submitted,

ORGANOGENESIS INC.

By its attorneys,


Joshua A. McGuire (BBO #651877)
FOLEY HOAG LLP
155 Seaport Boulevard
Boston, MA 02210
Tel.: (617) 832-1000
Fax: (617) 832-7000

Dated: October 10, 2003

Organogenesis Inc., Chapter 11 Case No. 02-16944-WCH

Service List

| | | |
|--|---|-------------------------------|
| Massachusetts Institute of Technology (BY HAND) | Gadsby Hannah, LLP 225 Franklin Street Boston, MA 02110 | Attn: John G. Loughnane |
| Official Committee of Unsecured Creditors (BY HAND) | Goulston & Storrs, PC 400 Atlantic Avenue Boston, MA 02110 | Attn: James F. Wallack, Esq. |
| United States Trustee for the Districts of Maine, Massachusetts and New Hampshire (BY HAND) | Office of the United States Trustee Department of Justice Room 1184 10 Causeway Street Boston, MA 02222 | Attn: Gary L. Donahue, Esq. |
| Novartis Pharma AG (BY FACSIMILE AND U.S. MAIL) | Dewey Ballantine LLP 1301 Avenue of the Americas New York, NY 10019 | Attn: Dianne F. Coffino, Esq. |
| Chapter 11 Examiner (BY HAND) | Choate Hall & Stewart Exchange Place Boston, MA 02109 | Attn: Charles L. Glerum, Esq. |
| Post-Petition Investors (BY HAND) | Duane Morris LLP 470 Atlantic Avenue, Suite 500 Boston, MA 02210 | Attn: Paul D. Moore, Esq. |

